

DEBTORS' EXHIBITS²

Debtors' Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
1	JCP DIP Request for Proposal (JCP0002405–JCP0002416)				
2	DIP Commitment Letter and Term Sheet - First Lien Group (JCP0009750–JCP0009791)				
3	DIP Commitment Letter and Term Sheet - Crossholder Group (JCP0010488–JCP0010492)				
4	Restructuring Support Agreement (JCP0010406–JCP0010486)				
5	Debtors' Capital Structure Chart (JCP00010487)				
6	DIP Budget (JCP00010493)				
7	Intercreditor and Collateral Cooperation Agreement Among Wells Fargo Bank, N.A., Wilmington Trust, N.A., each Other Representative From Time to Time Party Hereto, J.C. Penney Corporation, Inc., and the Other Guarantors Party Hereto (June 23, 2016) (JCP0009859–JCP0009903)				
8	Pari Passu Intercreditor Agreement dated June 23, 2016 (JCP0009792–JCP0009858)				
9	Junior Priority Intercreditor Agreement dated March 12, 2018 (JCP0010281–JCP0010313)				
10	Term Loan Agreement (JCP0009904–JCP0010280)				
11	First Lien Notes Indenture (JCP0010314–JCP0010405)				
12	May 15, 2020 Milbank DIP Proposal (AM) (JCP0005220–JCP0005319)				
13	May 15, 2020 Email Chain (JCP0006138–JCP0006139)				

² Certain documents may be confidential and, if so, will be offered, if at all, under seal or in redacted form.

Debtors' Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
14	May 15, 2020 Milbank DIP Proposal (PM) (JCP0006146–JCP0006220)				
15	May 19, 2020 DIP Proposal - Crossholder Group (JCP0004179–JCP0004186)				
16	May 24, 2020 JCP Response to Crossholder Group DIP Proposal (JCP0004187–JCP0004200)				
17	May 24, 2020 Response of Crossholder Group re DIP Proposal (JCP0004201–JCP0004220)				
18	May 15 Board Presentation (JCP0004053–JCP0004091)				
19	May 28 Board Presentation (JCP0010503–JCP0010514)				
20	Interim Order (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b) [Docket No. 108]				
21	Declaration and Expert Report of James E. Mesterharm in Support of the Debtors' Motion for Entry of a Final Order Authorizing the Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code [Docket No. 452]				
22	Declaration and Expert Report of David Kurtz in Support of the Debtors' Motion for Entry of a Final Order Authorizing the Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code [Docket No. 453]				

The Debtors reserve the right to offer some, all, or none of these Exhibits at the hearing.

The Debtors also reserve the right to supplement, add to, subtract from, or otherwise amend this

Witness and Exhibit List at any time prior to the hearing.

Respectfully Submitted,
June 2, 2020

/s/ Matthew D. Cavanaugh

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Certificate of Service

I certify that on June 2, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh